

ENTERED

March 06, 2023

Nathan Ochsner, Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

STATE OF TEXAS, et al.;

Plaintiffs,

vs.

RISING EAGLE CAPITAL GROUP, LLC, et
al.;

Defendants.

Case No. 4:20-cv-02021

**STIPULATED ORDER FOR
PERMANENT INJUNCTION AND
MONETARY JUDGMENT
AGAINST JAKOB A. MEARS**

PREAMBLE

Plaintiffs, the Attorneys General of the States of Arkansas, Indiana, Michigan, Missouri, North Carolina, North Dakota, Ohio, and Texas (collectively “Plaintiffs”), filed their Second Amended Complaint (“Complaint”) in this matter against Rising Eagle Capital Group LLC (“Rising Eagle”), JSquared Telecom LLC (“JSquared”), Rising Eagle Capital Group-Cayman (“Rising Cayman”), John C. Spiller, II, individually (“Spiller”), and Jakob A. Mears, individually (“Mears”; together with Rising Eagle, JSquared, Rising Cayman, and Spiller, the “Rising Eagle Defendants”), and others. The Complaint sought a permanent injunction, damages, civil penalties, and other equitable relief in this matter

pursuant to the Telephone Consumer Protection Act (“TCPA”), 47 U.S.C. § 227(g)(1)-(2), Section 4 of the Telemarketing and Consumer Fraud and Abuse Prevention Act (the “Telemarketing Act”), 15 U.S.C. § 6103, and respective telemarketing and deceptive acts and practices laws of the Plaintiffs’ states.

Unless otherwise provided, this Stipulated Order shall apply to Defendant Mears and his agents, employees, officers, members, directors, affiliates, subsidiaries, representatives, trustees, attorneys, successors, heirs, and assignees, and any other person acting under his direction and control, including through any corporation, trust, or other device, and it shall constitute a continuing obligation.

Plaintiffs and Defendant Mears stipulate to the entry of this Stipulated Order for Permanent Injunction and Monetary Judgment Defendant Mears (“Order”) to resolve all matters in dispute in this action between Plaintiffs and Defendant Mears.

THEREFORE, IT IS ORDERED as follows:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. This Court has jurisdiction over this matter and has authority to issue this Order pursuant to the TCPA, 47 U.S.C § 227(g)(2), the TSR, 15 U.S.C. § 1603, the respective telemarketing and deceptive acts and practices laws of the Plaintiffs’ states, and Federal Rule of Civil Procedure 65.

2. The Complaint charges that Defendant Mears and others initiated millions of Robocalls to residential and/or cellular telephone numbers of residents located within the jurisdiction of the Plaintiffs and other states throughout the United States without the prior express consent of the called parties in violation of multiple sections of the TCPA

and its implementing rules, 47 C.F.R. § 64.1200(c)(2), 47 U.S.C. § 227(c), 47 C.F.R. § 64.1200(a)(3), 47 U.S.C. § 227(b)(1)(B), 47 C.F.R. § 64.1200(a)(1)(iii), 47 U.S.C. § 227(b)(1)(A)(iii), 47 C.F.R. § 64.1200(a)(2), 47 C.F.R. § 64.1200(b)(1), 47 U.S.C. § 227(d)(3)(A), 47 C.F.R. § 64.1604(a), and 47 U.S.C. § 227(e)(1), multiple sections of the Telemarketing Sales Rule (“TSR”), 15 U.S.C. § 6102(c), 16 C.F.R. § 310.3(a)(2)(iii) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.3(a)(4) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(d)(1) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(ii) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(iii)(B) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(v) (or 16 C.F.R. § 310.3(b) in the alternative), and the state statutes listed below.

| STATE STATUTES ALLEGEDLY VIOLATED BY DEFENDANT MEARS | |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Arkansas | Ark. Code Ann. § 4-88-107(a)(10); Ark. Code Ann. § 4-99-104; Ark. Code Ann. § 4-99-201(a)(1); and Ark. Code Ann. § 4-99-405(1). |
| Indiana | Ind. Code 24-4.7-4; Ind. Code 24-5-14; Ind. Code § 24-5-12-10; and Ind. Code § 23-0.5-5-2. |
| Michigan | MCL 445.111a(1), (5); MCL 445.111b(1); MCL 445.111c(1)(f); and MCL 445.903(1)(gg). |
| Missouri | MO. REV. STAT. §§ 407.1070; 407.1095, <i>et seq.</i> |
| North Carolina | N.C. GEN. STAT. §§ 75-1.1; 75-100, <i>et seq.</i> |
| North Dakota | N.D.C.C. §§ 10-32.1-74, 51-15-02, 51-28-02, 51-28-06, and 51-28-07. |
| Ohio | O.R.C 1345.01, <i>et seq.</i> and O.R.C. 4719.01 <i>et seq.</i> |
| Texas | TEX. BUS. & COM. CODE § 304.052 |

3. Defendant Mears neither admits nor denies any of the allegations in the Complaint, except as specifically stated in this Order. Only for purposes of resolving this action, Defendant Mears admits facts necessary to establish jurisdiction.

4. Defendant Mears waives all rights to appeal or otherwise challenge or contest the validity of this Order.

5. The Court approves and hereby adopts this Order.

6. Entry of this Order is in the public interest.

DEFINITIONS

For the purpose of this Order, the following definitions apply:

A. The parties incorporate the definitions set forth in the Preamble and Findings for the following terms: **“Complaint”, “Defendants”, “JSquared”, “Mears”, “Order”, “Plaintiffs”, “Rising Cayman”, “Rising Eagle”, “Rising Eagle Defendants”, “Spiller”, “TCPA”, “Telemarketing Act”, and “TSR.”**

B. **“Assisting and Facilitating”** means providing substantial assistance or support, including, among other conduct, providing consulting services, Lead Generation, or Telephony Services.

C. **“Communication”** means any contact, whether formal or informal, between two or more Persons, at any time or place, and under any circumstances whatsoever, whereby information of any kind or nature was transmitted, transferred, disclosed, exchanged, or recorded. It includes, without limitation, any oral, written, and Electronically Stored Information that is opened or unopened, active, or deleted.

D. **“Contribution”** means any donation, gift of money, or any other payment,

consideration, or thing of value.

E. **“Corporate Defendants”** means JSquared, Rising Cayman, and Rising Eagle.

F. **“Customer”** means any Person for whom or for which Defendant Mears provides or provided Telephony Services.

G. **“DNC Registry”** means the National Do Not Call Registry maintained by the Federal Trade Commission, which allows end user consumers to register telephone numbers to avoid telemarketing telephone calls.

H. **“Electronically Stored Information”** means electronically stored information created, communicated, stored and utilized in digital form requiring the use of computer hardware and software, including, without limitation, computer or electronic files stored on file servers, e-mail servers, work stations, desktops, hard drives, solid-state drives, cloud storage, personal digital assistants, smartphones (e.g., Blackberrys, iPhones, Droids), tablets (e.g., iPads) and other mobile electronic devices, or other electronic social or industrial/business web-based media (e.g., Facebook®, Twitter®, LinkedIn®, Skype®, WhatsApp®, etc.), records, data, reports, and queries derived from or residing in applications and databases, computer printouts, contracts, cost sheets, data compilations from which information can be obtained, derived, or can be translated through detection devices or converted or translated into reasonably usable form, magnetic discs, magnetic strips, magnetic tape, recognition characters, microfiche, microfilm, optical characters, punched cards, punched paper tapes, audio tapes or recordings, or video tapes or recordings.

I. **“High Risk Customer”** means any Customer that:

1. engages in Telemarketing and/or generates or initiates Robocalls;
2. is a Person domiciled outside of the United States;
3. pays for Telephony Services via stored-value cards (e.g. gift cards), cryptocurrency, or money-transfer businesses (e.g. Venmo®, Zelle®, Cash App®, PayPal®, Western Union®, etc.); or,
4. is blocked from another voice service provider’s network after being determined to be a “bad-actor upstream voice service provider” pursuant to a notice to the Federal Communications Commission in a process more formally described in Paragraphs 35-45 of the Federal Communication Commission’s Third Report and Order, Order On Reconsideration, and Fourth Further Notice of Proposed Rulemaking in CG Docket No. 17-59 and adopted July 16, 2020.

J. **“Industry Traceback Group”** means the Industry Traceback Group, a consortium conducting private-led efforts to trace back and identify the origin of suspected unlawful Robocalls, or any successor consortium registered with the Federal Communications Commission pursuant to Section 13 of the TRACED Act and 47 C.F.R. 64.1203.

K. **“International Premium Rate Number”** means any number that is invalid under the NANP that has an additional interconnection fee, similar to “900” or “976” numbers in North America, which always incur a recipient-defined charge in excess of regular telephone call charges.

L. **“Invalid Number”** means any caller ID number which is invalid under the

NANP, or any telephone number that is invalid under the International Telecommunication Union’s Recommendation ITU-T E.164, “the international public telecommunication numbering plan” or any successor recommendation, including, for example, any number that does not contain the requisite number of digits.

M. **“Lead Generation”** means the assignment, creation, sourcing, sale, subscription, leasing, renting, distribution, provisioning, purchase, wholesaling, or transfer of any list or compilation of telephone numbers utilized or intended to be utilized for the purpose of generating or initiating Outbound Telephone Calls and/or Telemarketing.

N. **“Manually Dialed Call”** means a telephone call that is dialed by an individual who manually selects the telephone number to be called without the assistance of an automated dialer or similar device and without the use of any prerecorded message.

O. **“Mears’ Companies”** means any entities formed, owned, or controlled by Defendant Mears, in whole or in part.

P. **“NANP”** means the North American Numbering Plan.

Q. **“Outbound Telephone Call”** means a telephone call initiated to:

1. Induce the purchase of goods or services;
2. Solicit a Contribution;
3. Advertise or offer a loan or extension of credit; or
4. Obtain information, including, without limitation, through the arrangement of a meeting, that may be used to induce the purchase of goods or services, solicit a Contribution, or solicit a loan or extension of credit.

R. **“Person”** means any individual, group, organization, unincorporated association, limited or general partnership, corporation, subsidiary, affiliate, or other legal entity.

S. **“Prior Express Written Authorization”** means, prior to the origination, termination, routing, or transmission of any telephone call, including a Robocall, to any Person, the caller has received an express, written authorization from the call recipient whereby the call recipient has expressly agreed to receive such telephone calls in a written Communication created by that call recipient and directly addressed and sent to the caller; for the avoidance of doubt, any such authorization derived from an internet search, from an online consent form, from any form of Lead Generation, or from any third party is not sufficient to qualify as a Prior Express Written Authorization under this Order.

T. **“Robocall(s)”** means a telephone call that delivers artificial or prerecorded voice messages, in whole or in part, including, without limitation, telephone calls utilizing soundboard technology and ringless voicemail messages, whether acting directly or through an intermediary.

U. **“STIR/SHAKEN Authentication Framework”** means the Secure Telephone Identity Revisited and Signature-based Handling of Asserted Information Using Tokens standards. *See* 47 U.S.C. § 227b.

V. **“Telemarketing”** means any plan, program, or campaign that is conducted to generate or initiate Outbound Telephone Calls by use of a telephone or VoIP-related technology and which involves a telephone call.

W. **“Telephony Services”** means wireline or wireless telecommunications services, including, without limitation:

1. the dialing, origination, termination, routing, or transmission of any telephone calls made over a public switched telephone network;
2. VoIP Services;
3. electronic messaging services;
4. ringless voicemail messages; or
5. any other common carriage, telecommunications, or information services.

X. **“Traceback Request”** means any request to determine the source of a Robocall and/or the voice service providers that dialed, originated, transmitted, or routed a Robocall, which request was made by:

1. A telecommunications carrier or voice service provider;
2. The Industry Traceback Group;
3. A law enforcement agency; or
4. Any other industry organization comprised of telecommunications carriers and/or voice service providers that seek to combat and reduce unlawful Robocalls.

Y. **“Unassigned Number”** means any caller ID number for which the administrator of NANP has never opened: (1) the NPA area code for carrier number assignments or (2) the NPA-NXX central office code for carrier number assignments.

Z. “**VoIP**” means Voice over Internet Protocol.

AA. “**VoIP Services**” means (1) one-way or interconnected VoIP telephony services, including, without limitation, the origination, termination, routing, or transmission of telephone calls made over a public switched telephone network and which requires VoIP-related technology and (2) the resale, assignment, licensing, or provisioning of telephone numbers, including, without limitation, telephone numbers associated with direct inward dialing.

ORDER

I. PERMANENT BAN ON ROBOCALLS

IT IS ORDERED that Defendant Mears, Mears’ Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

A. Initiating, causing others to initiate, or Assisting or Facilitating others in initiating, any Outbound Telephone Call that plays or delivers a Robocall, unless Defendant Mears proves that such prerecorded message was delivered for the purpose of compliance with 16 C.F.R. § 310.4(b)(4)(iii), as amended;

B. Controlling, holding a managerial post in, consulting for, serving as an officer of, having any revenue sharing agreement with, or holding any ownership interest, share, or stock in any company or Person that engages in conduct prohibited in Section I.A above; ***provided, however***, that it is not a violation of this Order to own a non-controlling interest in a publicly traded company that engages in such conduct.

II. PERMANENT BAN ON TELEMARKETING

IT IS FURTHER ORDERED that Defendant Mears, Mears' Companies its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, Telemarketing, whether acting directly or through an intermediary, including by consulting, brokering, planning, investing, or advising; *provided, however*, that this Section does not prohibit Defendant Mears, individually (including as an employee of another Person) or through any Person or company he owns or operates, from:

A. Owning a non-controlling stock interest in a publicly traded company that engages in conduct banned in this Section II;

B. Initiating any Manually Dialed Call when such a call is: (1) is not part of a plan, program, or campaign to induce the sale of a good or service or solicit a Contribution through a telephone call, (2) is solely a call made in return to a Person inquiring about business offered by Mears through nontelephonic means (e.g. offered via internet or print advertising), and (3) is only incidental to the business;

C. Initiating any Manually Dialed Call that is a business-to-business call when such call is exempt from the TSR; or,

D. Initiating a Manually Dialed Call to persons having an established business relationship with a person or entity on whose behalf the call is made by Defendant Mears, as those terms are defined in the TCPA, 47 C.F.R. 64.1200(f)(5) and the TSR, 16 C.F.R. 310.2(q), and as amended.

III. PROHIBITION ON VIOLATING THE TCPA, TSR, AND STATE LAWS

IT IS FURTHER ORDERED that Defendant Mears, Mears' Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, causing others to engage in, or Assisting and Facilitating others engaging in violating the TCPA, 47 U.S.C. § 227, its implementing rules, 47 C.F.R. §§ 64.1200 and 64.1604, the TSR, 16 C.F.R. Part 310, and the state statutes listed below, each as amended and also attached as Appendix A.

| STATE STATUTES | |
|----------------|--------------------------------------------------------------------------------------------------------------------------------|
| Arkansas | Ark. Code Ann. §§ 4-88-101, et seq.; Ark. Code Ann. §§ 4-99-101, et seq. |
| Indiana | Ind. Code § 23-0.5-5-2; Ind. Code 24-4.7-4; Ind. Code 24-5-0.5; Ind. Code 24-5-12; Ind. Code 24-5-14; and Ind. Code 24-5-14.5. |
| Michigan | MCL 445.111, et seq.; MCL 445.901, et seq. |
| Missouri | MO. REV. STAT. §§ 407.1070; 407.1095, et seq. |
| North Carolina | N.C. GEN. STAT. §§ 75-1.1; 75-100, et seq. |
| North Dakota | N.D.C.C. §§ 10-32.1-01, et seq; 51-15-01, et seq.; 51-28-01, et seq. |
| Ohio | O.R.C 1345.01, et seq.; O.R.C. 4719.01, et seq. |
| Texas | TEX. BUS. & COM. CODE § 304.052 |

IV. PERMANENT BAN ON CERTAIN TELEPHONE CALLS

IT IS FURTHER ORDERED that Defendant Mears and his Mears' Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

A. Initiating, causing the initiation of, or transmitting any telephone calls placed to telephone numbers on the DNC Registry or any state equivalent thereof; or,

B. Initiating, causing the initiation of, or transmitting any telephone call displaying a caller ID number that the calling party does not have legal authority to use.

V. PERMANENT BAN ON CERTAIN TELEPHONY SERVICES

IT IS FURTHER ORDERED that Defendant Mears, Mears' Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, providing Telephony Services without having ongoing automated procedures in place to block telephone calls that:

A. Display as the caller ID number "911," "1911," "0911," or "10911," any Unassigned Number, any Invalid Number, or any International Premium Rate Number;

B. Are not authenticated through the STIR/SHAKEN Authentication Framework, or a successor authentication framework if subsequently mandated by applicable federal law or regulation; for the avoidance of doubt, Defendant Mears and Mears' Companies must also fully implement the STIR/SHAKEN Authentication

Framework, or a successor authentication framework if subsequently mandated by applicable federal law or regulation;

C. Are Robocalls and include language related to or purportedly related to insurance, warranties, extended coverage, or any other service related contract or agreement for vehicles, either in whole or in part, expressly or indirectly;

D. Are identified as illegal Robocalls or consistent with patterns therewith pursuant to Section VII; or,

E. Last less than six (6) seconds and account for at least ten percent (10%) of one Customer's total telephone calls originating from or terminated onto a Defendant Mears' or any of Mears' Companies' network(s) in one (1) day.

VI. PERMANENT BAN ON PROVISIONING

IT IS FURTHER ORDERED that Defendant Mears, Mears' Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

A. Providing, leasing, provisioning, or assigning telephone numbers, including those related to direct inward dialing;

B. Lead Generation;

C. Transferring a Robocall made to a call recipient to a live operator or any other individual or Person;

D. Providing or offering to provide Telephony Services to Customers designed to avoid detection or reduce the effectiveness of any call blocking or call labeling

analytics services or applications, including, but not limited to, the automated rotation of telephone numbers or direct inward dialing numbers used for caller ID transmission; or

E. Causing any Customer to route its call traffic to another provider of Telephony Services, such that Defendant Mears or Mears' Companies, through arrangements with such provider of Telephony Services, would then receive all or part of said call traffic, in order to avoid the requirements of this Order.

VII. NETWORK MONITORING

IT IS FURTHER ORDERED that Defendant Mears, Mears Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, must, in connection with the provision of Telephony Services, implement and maintain constant, up-to-date written policies, practices, and procedures monitoring, reviewing, and analyzing call traffic to identify, mitigate, and block illegal Robocalls or patterns consistent therewith, including, without limitation, the consideration of call duration, call volume, calls per second, the source or legality of caller ID numbers, the location of the calls' origination or U.S. point of entry, etc.

Defendant Mears and Mears' Companies agree to provide any such policies, practices, and procedures, including all documentation in support thereof, to any state or federal law enforcement agency, including the Plaintiffs, or the Industry Traceback Group within a reasonable time upon receiving but not longer than fourteen (14) business days of such a request. Plaintiffs may raise objections to the sufficiency of such policies, practices, and procedures to effectively identify, mitigate, and/or block illegal Robocalls

or patterns consistent therewith. If such objections are raised by the Plaintiffs, Defendant Mears and or Mears' Companies shall, within a reasonable period of time but not longer than fourteen (14) business days of receiving notice of the Plaintiffs' objections as stated herein, either: (1) provide examples illustrating how the existing policies, practices, and procedures sufficiently address the issue(s) raised in each of Plaintiffs' objections; or, (2) provide proposed modifications to the existing policies, practices, and procedures that would sufficiently address the issue(s) raised in each of Plaintiffs' objections.. If Defendant Mears fails to provide illustrative responses or proposed modifications within a reasonable time but not longer than fourteen (14) business days of receiving notice of the Plaintiffs' objections, Defendant Mears and his companies (including any subsidiaries or affiliates) agree that such failure to cure the objection is a violation of this Order.

VIII. SCREENING OF CURRENT AND PROSPECTIVE CUSTOMERS

IT IS FURTHER ORDERED that Defendant Mears, Mears' Companies, its officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, providing Telephony Services to any Customer, or new or prospective Customer, without first engaging in a reasonable screening of that Customer. For new or prospective Customers, such reasonable screening must occur and be completed before beginning to provide services to the new Customer. For existing High Risk Customers, such screening must be completed within forty-five (45) days of the entry of this Order. For all other

Customers, such reasonable screening must occur and be completed within ninety (90) days of the entry of this Order. For all Customers, such reasonable screening must recur annually. All Customers must provide updates to any information provided in a prior reasonable screening within thirty (30) days of any changes to such information. Such reasonable screening must include, but not be limited to:

A. Obtaining from each prospective or current Customer (including the principal(s) and controlling Person(s) of the Customer, any Person(s) with a majority ownership interest in the entity, and any alter egos, corporate DBA names, trade name, fictitious name or aliases under which such Person(s) conduct or have conducted the business) the following information:

1. The name, physical and mailing addresses, contact telephone number(s), and email address of the principal(s) and controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the Customer;
2. The name, physical and mailing addresses, contact telephone number(s), and email address of the Customer's employee responsible for compliance with the TCPA, TSR, and other federal and state laws governing Telemarketing and automated dialing;
3. A list of all business and trade names, fictitious names, DBAs, and websites and social media pages under or through which the Customer has transacted or advertised business;
4. A description of the nature of the Customer's business, including a description of the nature of the goods and services sold, methods of sale, and

whether they are involved in Telemarketing;

a. For Customers who engage in Telemarketing, obtaining the prospective Customer's Subscription Account Number for accessing the DNC Registry, and asking the Customer whether it uses Robocalls; and

b. For Customers who describe their business as involving Telephony Services, obtaining the Customer's Universal Service Fund registration number and a copy of the Customer's FCC Form 499, and 214 International Authority (if applicable), and/or any state equivalent thereof.

5. A list of each physical address at which the Customer has transacted business or will conduct the business(es) identified pursuant to subsection (1) of this Section VIII.A;

6. The billing address and email address associated with the Customer's means and source of payment for any of Defendant Mears's services, as well as the name, physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for the Defendant Mears's services;

7. For U.S.-domiciled companies, the Customer's federal taxpayer identification number;

8. The IP address(s) for every computer device used by the Customer's employees, consultants, contractors, or subcontractors to conduct its business;

9. The Customer's state or country of incorporation or organization;

10. For High Risk Customers and any Customer using credit cards or any form of payment other than a bank wire transfer or ACH to make payments, the names of at least two trade or bank references;

11. Copies of the Customer's written policies, practices, and procedures documenting or describing its compliance with, and employee training related thereto, the Telemarketing Sales Rule (16 C.F.R. § 310, *et seq.*, as amended), the Telephone Consumer Protection Act and its rules (47 U.S.C. § 227, as amended, 47 C.F.R. Part 64, Subparts L (§ 64.1200) and P (§§ 64.1600 to 64.1604), as amended), and all other state and federal laws that regulate any of the following: telemarketing, autodialed calls, telephone calls to numbers on the DNC Registry, telephone calls delivering Robocalls, and telephone calls using spoofed caller ID numbers;

12. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures documenting or describing its initiation of, and compliance with, Traceback Requests;

13. If the Customer engages in Telephony Services, copies of all Traceback Requests received by the Customer in the preceding eighteen (18) months and the corresponding responses the Customer provided to each such Traceback Request;

14. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures monitoring, reviewing, and analyzing call traffic to identify and block illegal Robocalls or patterns consistent therewith;

15. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures documenting its methods to segregate auto-dialed traffic from manually dialed traffic and to further screen and monitor both types of traffic;

16. If the Customer engages in Telemarketing and utilizes Robocalls, sample recordings or written transcripts of each prerecorded message initiated or generated within the prior six (6) months; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to provide such Robocalls to Defendant Mears or Mears' Companies at least seven (7) days prior to the initiation or generation of any Robocall;

17. If the Customer engages in Telemarketing, a list of all telephone numbers that appeared as a call recipient's caller ID number and all callback numbers the Customer used within the last six (6) months, substantiated by actual proof that the Customer had legal authority to use each such telephone number; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to provide such telephone numbers and actual proof to Defendant Mears or Mears' Companies at least seven (7) days prior to the use of those telephone numbers;

18. If the Customer engages in Telemarketing and utilizes any Robocalls, copies of the Customer's written policies, practices, and procedures documenting and describing its method to obtain Prior Express Written Authorizations from all Robocall recipients;

19. If the Customer engages in Telemarketing and utilizes any Robocalls, a list of all telephone numbers the Customer called within the prior six (6) months, including actual proof that the Customer had Prior Express Written Authorizations to call each such call recipient and/or telephone number; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to provide such telephone numbers and Prior Express Written Authorizations to Defendant Mears or his companies at least seven (7) days prior to the use of those telephone numbers; and,

20. Whether the Customer (including the principal(s), controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the entity) has ever been the subject of a lawsuit alleging claims under the TSR, the TCPA, or any other lawsuit regarding illegal Robocalls, illegal automated dialing, calls to the DNC Registry or any state do not call registry, spoofed caller ID numbers, or otherwise illegal telemarketing or solicitations.

B. Reviewing whether Defendant Mears received any formal written requests from a law enforcement agency, subpoenas, civil investigative demands, search warrants, or other complaints about the Customer, its principal(s), controlling Person(s), any Person(s) with a majority ownership interest in the entity, and any alter egos, corporate

DBA names, trade name, fictitious name or aliases under which such Customer or Person(s) conduct or have conducted business; and,

C. Taking reasonable steps to review and assess the accuracy and consistency of the information provided pursuant to Section VIII.A of this Order, and retaining all documentation to be able to verify the review undertaken with respect to each Customer if requested by a state or federal law enforcement agency, including but not limited to:

1. reviewing the internet websites and social media page(s) used by the Customer to confirm, for instance, that they have more than placeholder or template content;
2. reviewing free, publicly accessible databases and/or websites hosted by state, federal, and/or foreign governments that contain information about the incorporation, registration, or licensing of business entities;
3. checking the Federal Communications Commission's website(s) and/or databases that publish Universal Service Fund registration numbers, FCC Forms 499, or 214 International Authorization, and any state equivalents thereof;
4. reviewing the physical location of the Customer to ensure that one exists, and verifying that the address provided is a physical address and not a U.S. post office box, a business services center, or any other location for which no physical presence is required to maintain an address at that location;
5. verifying that the billing address(es) and email address(es) associated with the Customer's means and source of payment for any of Defendant Mears's services match or correspond to the physical and mailing addresses,

contact telephone number(s), and email address of the Person or entity paying for Defendant Mears's services;

6. reviewing the domain name for all contact email addresses provided to ensure they correspond with the Customer's business and are not readily available to any end user not associated with the Customer's business (e.g., the email provided does not end in @gmail, @hotmail, @outlook, @protonmail, etc.);

7. manually calling all contact telephone numbers provided to ensure that responsible parties are reachable;

8. geolocating and confirming the location of the IP address(es) provided by the Customer; *provided, however*, that a Customer's virtual private network ("VPN") is insufficient;

9. searching the Federal Trade Commission's website to determine if the Customer or its control Persons have been the subject of Federal Trade Commission enforcement actions;

10. reviewing all transcripts and sample recordings of prerecorded messages previously utilized or to be utilized by prospective or current Customers to determine whether the prerecorded message complies with 47 C.F.R. 64.1200(b), and 16 C.F.R. 310.4(b)(1)(v);

11. reviewing all formal written inquiries, subpoenas, civil investigative demands, search warrants, Traceback Requests, and complaints about the Customer or calls dialed, originated, routed, or transmitted by the Customer, sent to or shared with Defendant Mears to (a) determine whether the call was spoofed,

(b) review and listen to prerecorded messages that are identified in or are the subject of such requests, (c) determine whether copies of such prerecorded messages are found in the request itself or in public databases that compile recordings of such messages, and (d) determine if the Customer is sending, routing, transmitting, dialing, originating, or terminating calls that deliver a message that misrepresents that the call is from a government agency or law enforcement; and,

12. performing internet searches about the Customer and Persons with a controlling interest.

IX. CUSTOMER REVIEW AND TERMINATION

IT IS FURTHER ORDERED that Defendant Mears and his Mears' Companies, officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly:

A. Must immediately terminate, or refrain from entering into, any business relationship with a Customer if a review under Section VIII reveals that the Customer:

1. Engages in Telemarketing but does not have a Subscription Account Number for accessing the DNC Registry and/or does not remove telephone numbers listed on the DNC Registry from its Lead Generation lists or compilations;

2. Engages in Telephony Services, without a current, valid Universal Service Fund registration number or recently filed FCC Form 499, FCC 214 International Authorization (if necessary) or any state equivalent thereof;

3. States it does not have a taxpayer identification number if it is a U.S.- domiciled company;
4. Maintains no verifiable presence via free, publicly accessible databases and/or websites hosted by state, federal, and/or foreign governments that contain information about the incorporation, registration, or licensing of business entities;
5. Does not have a verifiable physical location and/or the address provided is a U.S. post office box, a business services center, or any other location for which no physical presence is required to maintain an address at that location;
6. Does not have billing address(es) and email address(es) associated with the Customer's means and source of payment for any of Defendant Mears's services that match or correspond to the physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for Defendant Mears's services;
7. Does not have IP address geolocations located in an area at or near to the address(es) provided to Defendant Mears;
8. Provides false, inaccurate, inconsistent, or misleading information in response to Defendant Mears's screening process pursuant to Section VIII and declined to correct that information upon request;
9. Refuses to provide any of the information described in Section VIII;
10. Does not have a website providing public information about its business, has only placeholder or template content on its website, or the contact

information and location information is inconsistent with that provided to Defendant Mears;

11. Does not regularly correspond using email address at the same domain name as its website;

12. Pays for services by any means other than: (a) a bank transfer from a financial institution domiciled in the United States, (b) a credit card, or (c) a bank or financial institution provided during the screenings under Section VIII.A;

13. Has been the subject of, or any telephone calls that were dialed, originated, transmitted, or routed by the Customer have been the subject of, a total of three (3) or more formal written requests from law enforcement agencies, subpoenas, search warrants, or civil investigative demands issued to Defendant Mears or otherwise shared with Defendant Mears;

14. Has been the subject of, or any telephone calls that were dialed, originated, transmitted, or routed by the Customer have been the subject of a total of three (3) or more Traceback Requests or upstream or downstream line carrier complaints sent to or shared with Defendant Mears during any one (1) year period;

15. Dials, originates, routes, or transmits illegal Robocalls, including, without limitation, any Robocall (for the avoidance of doubt, including the content thereof) that fails to comply with 47 C.F.R. 64.1200(b) and 16 C.F.R. 310.4(b)(1)(v) or violates any federal or state law governing unfair and deceptive acts or practices; or,

16. Has any calls blocked pursuant to Sections V or VII.

B. Must also immediately terminate, or refrain from entering into, any business relationship with a Customer if Defendant Mears or Mears' Companies, officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, become aware of or obtain any information indicating that the Customer is likely engaging in conduct prohibited in Sections I, III, IV, V, VI, or VII of this Order.

X. COOPERATION

IT IS FURTHER ORDERED that Defendant Mears must cooperate with representatives of the Plaintiffs in this case, in any investigation related to or associated with the transactions or the occurrences that are the subject of the Complaint, or in any investigation related to or associated with the use of the Rising Eagle Defendants or Defendant Mears's telecommunications or VoIP networks. Defendant Mears must provide truthful and complete information, evidence (including any and all non-privileged documents and other records), and testimony. If Defendant Mears is claiming that a document or record is privileged, Defendant must expressly claim and also describe the nature of the documents, communications, or tangible elements without revealing information which is privileged or protected.

Defendant Mears must appear for interviews, discovery, hearings, trials, and any other proceedings that a Plaintiff's representative may reasonably request upon five (5) days written notice, or other reasonable notice, at such places and times as a Plaintiff's representative may designate, without the service of a subpoena.

Further, to assist the Plaintiffs with any investigation related to or associated with

the transactions or the occurrences that are the subject of the Complaint, and with monitoring of Defendant Mears's compliance with this order, Defendant Mears consents, for purposes of the Electronic Communications Privacy Act, to the disclosure, by electronic communications service providers and remote computing service providers of the contents of or Communications regarding any auto-dialed, telemarketing or prerecorded telephone calls or Communications with Customers regarding services provided by Defendant Mears. Defendant Mears further agrees to execute, within five (5) days of a request from a Plaintiff, any forms or other documentation evidencing consent that may be required by such electronic communications service providers or remote computing service providers.

XI. MONETARY JUDGMENT

IT IS FURTHER ORDERED that:

A. Judgment in the amount of \$122,339,320 (One Hundred and Twenty-Two Million, Three Hundred and Thirty-Nine Thousand, Three Hundred and Twenty Dollars) is entered in favor of Plaintiffs against Defendant Mears as monetary judgment to be split in equal amounts of \$15,292,415 to each Plaintiff State as follows:

- Arkansas – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil pursuant to the Arkansas Deceptive Trade Practices Act, Ark. Code Ann. § 4-88-113(a)(3).)
- Indiana – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to Ind. Code

§ 24-4.7-5-2 of Indiana's Telephone Solicitation of Consumers Act.)

- Michigan – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to section 5(1) of the Michigan Consumer Protection Act, MCL 445.905(1).)
- Missouri – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to section 407.1107 of the Missouri Merchandising Practices Act)
- North Carolina – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and in civil penalties and attorneys' fees and costs pursuant to the North Carolina Unfair or Deceptive Trade Practices Act, N.C.G.S. § 75-105)
- North Dakota – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to N.D.C.C. §§ 51-15-11 and 51-28-17 of the North Dakota Unlawful Sales or Advertising Practices Act and Telephone Solicitations Law))
- Ohio – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA, \$3,823,103.75 in civil penalties pursuant to O.R.C. section 1345.07 of Ohio's Consumer Sales Practices Act, and \$3,823,103.75 in civil penalties pursuant to O.R.C. section 4719.12 of Ohio's Telephone Solicitation Sales Act.)
- Texas – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section

227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to section 304.252(1) of the Texas Telemarketing Disclosure and Privacy Act.)

B. Defendant Mears is ordered to pay Plaintiff States the amount of Ten Thousand Dollars (\$10,000.00) in civil penalties on or before March 31, 2023, of which \$1,000 shall be due fourteen (14) days following the Court's entry of this Order. Such payments shall be made to the Plaintiff State of North Dakota and shall be in the form of a check or money order payable to **Office of Attorney General – North Dakota** for further equal distribution to the remaining Plaintiffs. Upon such payments, the remainder of the judgment amount specified in Subsection A above is suspended due to inability to pay, subject to the remaining Subsections of Section XI set forth below.

C. The Plaintiff States' agreement to both the suspension of the judgment set forth in Subsection A and to the payment amount set forth in Subsection B above is expressly premised upon the truthfulness, accuracy, and completeness of Defendant Mears' sworn financial statement signed and dated on May 18, 2021, including its attachments and his 2020 and 2021 federal income tax returns (collectively, "financial representations") submitted to the Plaintiff States.

D. The suspension of the judgment will be lifted if, upon motion by any Plaintiff State, the Court finds that Defendant Mears violated this Order, failed to disclose any material asset, materially misstated the value of any asset, or made any other material misstatement or omission in the financial representations identified above.

E. If the suspension of the judgment is lifted, the judgment becomes immediately due in the amounts specified in Subsection A above, plus interest computed at the maximum allowable rate pursuant to 28 U.S.C. § 1961 from the date of entry of this Order.

F. Defendant Mears relinquishes dominion and all legal and equitable right, title, and interest in all assets transferred pursuant to this Order and may not seek the return of any assets.

G. Defendant Mears acknowledges that his Taxpayer Identification Numbers (Social Security Number and any applicable Employer Identification Number), which he previously submitted to Plaintiffs, may be used for collecting and reporting on any delinquent amount arising out of this Order.

XII. ORDER ACKNOWLEDGMENTS

IT IS FURTHER ORDERED that Defendant Mears obtain acknowledgments of receipt of this Order:

A. Defendant Mears, within seven (7) days of entry of this Order, must submit to Plaintiff State of Texas an acknowledgment of receipt of this Order sworn under penalty of perjury.

B. For fifteen (15) years after entry of this Order, Defendant Mears, for any business that he, individually or collectively with any other defendant named in this Complaint, is the majority owner or controls directly or indirectly, must deliver a copy of this Order to: (1) all principals, officers, directors, and LLC managers and members; (2) all employees, agents, and representatives with managerial responsibilities for conduct

related to the subject matter of the Order; and (3) any business entity resulting from any change in structure as set forth in Section XIII, titled Compliance Reporting. Delivery must occur within seven (7) days of entry of this Order for current personnel. For all others, delivery must occur before they assume their responsibilities.

C. For fifteen (15) years after entry of this Order, Defendant Mears must deliver a copy of this Order to new Customers prior to executing an agreement to provide services or similar contract or prior to providing any services, whichever is earlier.

D. Existing Customers of Defendant Mears and his Mears' Companies must receive a copy of this Order within fourteen (14) days of the entry of this Order.

E. From each individual or entity to which Defendant Mears delivered a copy of this Order, Defendant Mears must obtain, within thirty (30) days, a signed and dated acknowledgment of receipt of this Order.

XIII. COMPLIANCE REPORTING

IT IS FURTHER ORDERED that Defendant Mears make timely submissions to each Plaintiff:

A. One hundred twenty days (120) days after entry of this Order, Defendant Mears must submit a compliance report, sworn under penalty of perjury, with the following:

1. Defendant Mears must: (a) identify his primary physical, postal, and email address and telephone number, as designated points of contact, which representatives of the Plaintiffs may use to communicate with him; (b) identify all of his employers, business associations for which he performs services as an

independent contractor or business associations for which he is an owner, operator or manager, to include all of the business names, telephone numbers, and physical, postal, email, and Internet addresses; (c) describe the activities of each business, including, without limitation, Telephony Services, and if applicable, the involvement of any other Rising Eagle Defendant or other defendant named in the Complaint (which Defendant Mears must describe if he knows or should know due to his own involvement); (d) if any such business provides Telephony Services, provide a list of Customers terminated pursuant to Section IX, the reasons for such termination, and the underlying documentation reviewed; (e) describe in detail whether and how each of the Rising Eagle Defendants are in compliance with each Section of this Order (which Defendant Mears must describe if he knows or should know due to his own involvement); and (f) provide a copy of each Order Acknowledgment obtained pursuant to this Order, unless previously submitted to the Plaintiffs.

2. Additionally, Defendant Mears must: (a) identify all telephone numbers and all physical, postal, email and internet addresses, including all residences; (b) identify all business activities, including any business for which Rising Eagle Defendants perform services whether as an employee or otherwise (which Defendant Mears must describe if he knows or should know due to his own involvement), and any entity in which Defendant Mears has any ownership interest; and (c) describe in detail Defendant Mears's involvement in each such business, including title, role, responsibilities, participation, authority, control, and

any ownership.

B. For fifteen (15) years after entry of this Order, Defendant Mears must submit a compliance notice, sworn under penalty of perjury, within fourteen (14) days of any change in (a) name, including aliases or fictitious name, or residence address; or (b) title or role in any business activity, including any business for which Defendant Mears performs services, whether as an employee or otherwise, and any entity in which Defendant Mears has any ownership interest, and identify the name, physical address, and any internet address of the business or entity.

C. Defendant Mears must submit to the Plaintiffs notice of the filing of any bankruptcy petition, insolvency proceeding, or similar proceeding by or against him, or any filing for voluntary dissolution, within fourteen (14) days of its filing.

D. Any submission required by this Order to be sworn under penalty of perjury must be true and accurate and comply with 28 U.S.C. § 1746, such as by concluding: “I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: _____” and supplying the date, signatory’s full name, title (if applicable), and signature.

E. Unless otherwise directed by a Plaintiffs’ representative in writing, all submissions to the Plaintiffs pursuant to this Order must be emailed or sent by overnight courier (not the U.S. Postal Service) to:

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Assistant Attorney General

Office of the Arkansas Attorney General

323 Center Street, Suite 200

Little Rock, Arkansas 72201

Email: Amanda.Wentz@ArkansasAG.gov; Consumer@ArkansasAG.gov

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WADE JOHNSON
Assistant Attorney General
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Consumer Protection Division
P.O. Box 12548
Austin, Texas 78711-2548

The subject line of all correspondence must begin: *State of Texas, et al. v. Rising Eagle Capital Group, LLC, et al.*, Case No. 4:20-cv-02021.

F. Defendant Mears expressly consents to the sharing of any and all documents submitted as part of his compliance reporting by any Plaintiff with all other Plaintiffs.

XIV. RECORDKEEPING

IT IS FURTHER ORDERED that Defendant Mears and any company in which he has ownership interest or management level control must create the following records for ten (10) years after entry of the Order, and retain each such record for five (5) years; for the avoidance of doubt, this includes any and all records currently in his possession that related to this case, including, without limitation, contracts, call detail records, invoices, and Communications, must be retained for five (5) years. For any business that Defendant Mears, individually or collectively with any other defendant named in the Complaint, is a majority owner or controls directly or indirectly, including, without

limitation, Corporate Defendants, any subsidiaries or affiliates thereof, including, without limitation, Great Choice Telecom LLC, a Texas limited liability company, Defendant Mears must create and retain the following records:

- A. Accounting records showing the revenues from all goods or services sold, Lead Generation, Telemarketing, or Telephony Services;
- B. Records of all contracts, service agreements, invoices, and sales agreements with each Customer, client, supplier, or vendor, including, without limitation, any Communications related thereto;
- C. Personnel records showing, for each individual providing services, whether as an employee or otherwise, that individual's name; addresses; telephone numbers; job title or position; dates of service; and (if applicable) the reason for termination;
- D. Records of all consumer complaints concerning the subject matter of the Order, whether received directly or indirectly, such as through a third party, and any response;
- E. Records of reviews of Customers, terminations of Customers, and denials of service to prospective Customers, including documentation of the review process, procedures, implementation, status, and outcome, as described in the Section IX of this Order, entitled "Customer Review and Termination";
- F. All formal written requests from law enforcement agencies, subpoenas, civil investigative demands, search warrants, Traceback Requests and related records, and other complaints about unwanted, fraudulent, or abusive Telemarketing or autodialed telephone calls, and all responses thereto;

G. All call detail records for any Customer engaged in Telemarketing and/or initiating or generating Robocalls and all such call detail records must be retained for at least four (4) years;

H. Records of all provisioning and/or assigning of telephone numbers, including the dates provisioned or assigned to any customer, including any Rising Eagle Defendants and/or their companies and the dates such party provisioned or assigned to third parties (which Defendant Mears must describe if he knows or should know due to his own involvement);

I. All records related to Section VII, including, without limitation, any Communications related thereto; or

J. All records reasonably necessary to demonstrate full compliance with each provision of this Order, including all submissions to the Plaintiffs.

All such records must be voluntarily provided to a state or federal law enforcement agency, including, without limitation, the Plaintiffs, if any such agency requests it.

XV. COMPLIANCE MONITORING

IT IS FURTHER ORDERED that, for the purpose of monitoring Defendant Mears compliance with this Order, and any failure to transfer any assets as required by this Order:

A. Within fourteen (14) days of receipt of a written request from a representative of any Plaintiff, Defendant Mears must: submit additional compliance reports or other requested information, which must be sworn under penalty of perjury; appear for depositions; and produce documents for inspection and copying. Each

Plaintiff is also authorized to obtain discovery, without further leave of court, using any of the procedures prescribed by Federal Rules of Civil Procedure 29, 30 (including telephonic depositions), 31, 33, 34, 36, 45, and 69. Nothing in this Order limits any Plaintiff's lawful demand for documents or other evidence pursuant to applicable law.

B. For matters concerning this Order, each Plaintiff may communicate directly with Defendant Mears and his Mears' Companies, officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly.

C. Any Plaintiff may use all other lawful means, including posing, through its representatives as consumers, donors, suppliers, or other individuals or entities, to communicate with Defendant Mears, without the necessity of identification or prior notice. Nothing in this Order limits State Plaintiffs' lawful use of relevant state laws governing pre-suit investigation and discovery.

XVI. RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that this Court retains jurisdiction of this matter for purposes of construction, modification, and enforcement of this Order.

SO ORDERED this 6th day of March, 2023.


UNITED STATES DISTRICT JUDGE

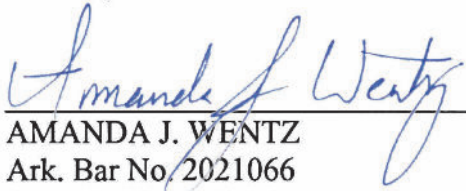
SO STIPULATED AND AGREED:

_____, 2023  1/9/2023
Jakob A. Mears, Pro Se Defendant

FOR PLAINTIFFS:

FOR THE STATE OF ARKANSAS:

LESLIE RUTLEDGE
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Attorney General for the State of Indiana



2-2-2023

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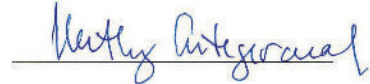
Counsel for Plaintiff

STATE OF INDIANA

FOR THE STATE OF MICHIGAN:

DANA NESSEL

Attorney General for the State of Michigan

A handwritten signature in blue ink, reading "Kathy Fitzgerald", is written over a horizontal line.

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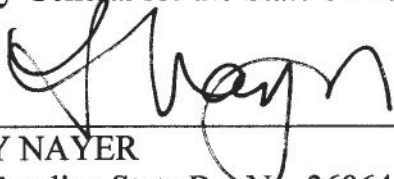
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FOR THE STATE OF NORTH CAROLINA:

JOSHUA H. STEIN
Attorney General for the State of North Carolina

A handwritten signature in black ink, appearing to read 'Tracy Nayer', is written over a horizontal line.

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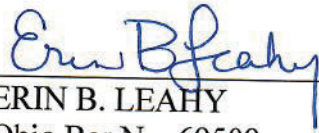
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Counsel for Plaintiff

STATE OF TEXAS

ENTERED

March 06, 2023

Nathan Ochsner, Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

STATE OF TEXAS, et al.;

Plaintiffs,

vs.

RISING EAGLE CAPITAL GROUP, LLC, et
al.;

Defendants.

Case No. 4:20-cv-02021

**STIPULATED ORDER FOR
PERMANENT INJUNCTION AND
MONETARY JUDGMENT
AGAINST JOHN C. SPILLER, II**

PREAMBLE

Plaintiffs, the Attorneys General of the States of Arkansas, Indiana, Michigan, Missouri, North Carolina, North Dakota, Ohio, and Texas (collectively “Plaintiffs”), filed their Second Amended Complaint (“Complaint”) in this matter against Rising Eagle Capital Group LLC (“Rising Eagle”), JSquared Telecom LLC (“JSquared”), Rising Eagle Capital Group-Cayman (“Rising Cayman”), John C. Spiller, II, individually (“Spiller”), and Jakob A. Mears, individually (“Mears”; together with Rising Eagle, JSquared, Rising Cayman, and Spiller, the “Rising Eagle Defendants”), and others. The Complaint sought a permanent injunction, damages, civil penalties, and other equitable relief in this matter pursuant to the Telephone Consumer Protection Act (“TCPA”), 47 U.S.C. § 227(g)(1)-(2), Section 4 of the Telemarketing and Consumer Fraud and Abuse Prevention Act (the “Telemarketing Act”), 15 U.S.C. § 6103, and respective telemarketing and deceptive acts and practices laws of the Plaintiffs’ states.

Unless otherwise provided, this Stipulated Order shall apply to Defendant Spiller and his agents, employees, officers, members, directors, affiliates, subsidiaries, representatives, trustees, attorneys, successors, heirs, and assignees, and any other person acting under his direction and control, including through any corporation, trust, or other device, and it shall constitute a continuing obligation.

Plaintiffs and Defendant Spiller stipulate to the entry of this Stipulated Order for Permanent Injunction and Monetary Judgment against Defendant Spiller (“Order”) to resolve all matters in dispute in this action between Plaintiffs and Defendant Spiller.

THEREFORE, IT IS ORDERED as follows:

FINDINGS OF FACT AND CONCLUSIONS OF LAW

1. This Court has jurisdiction over this matter and has authority to issue this Order pursuant to the TCPA, 47 U.S.C. § 227(g)(2), the Telemarketing Act, 15 U.S.C. § 1603, the respective telemarketing and deceptive acts and practices laws of the Plaintiffs’ states, and Federal Rule of Civil Procedure 65.

2. The Complaint charges that Rising Eagle Defendants and others initiated millions of Robocalls, advertising various goods and services to residential and/or cellular telephone numbers of residents located within the jurisdiction of the Plaintiffs and other states throughout the United States without the prior express consent of the called parties in violation of multiple sections of the TCPA and its implementing rules, 47 C.F.R. § 64.1200(c)(2), 47 U.S.C. § 227(c), 47 C.F.R. § 64.1200(a)(3), 47 U.S.C. § 227(b)(1)(B), 47 C.F.R. § 64.1200(a)(1)(iii), 47 U.S.C. § 227(b)(1)(A)(iii), 47 C.F.R. § 64.1200(a)(2), 47 C.F.R. § 64.1200(b)(1), 47 U.S.C. § 227(d)(3)(A), 47 C.F.R. § 64.1604(a), and 47 U.S.C.

§ 227(e)(1), the Telemarketing Act, 15 U.S.C. § 6102(c), multiple sections of the Telemarketing Sales Rule (“TSR”), 16 C.F.R. § 310.3(a)(2)(iii) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.3(a)(4) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(d)(1) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(ii) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(iii)(B) (or 16 C.F.R. § 310.3(b) in the alternative), 16 C.F.R. § 310.4(b)(1)(v) (or 16 C.F.R. § 310.3(b) in the alternative), and the state statutes listed below.

| STATE STATUTES ALLEGEDLY VIOLATED BY RISING EAGLE DEFENDANTS | |
|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Arkansas | Ark. Code Ann. § 4-88-107(a)(10); Ark. Code Ann. § 4-99-104; Ark. Code Ann. § 4-99-201(a)(1); and Ark. Code Ann. § 4-99-405(1). |
| Indiana | Ind. Code 24-4.7-4; Ind. Code 24-5-14; Ind. Code § 24-5-12-10; and Ind. Code § 23-0.5-5-2. |
| Michigan | MCL 445.111a(1), (5); MCL 445.111b(1); MCL 445.111c(1)(f); and MCL 445.903(1)(gg). |
| Missouri | MO. REV. STAT. §§ 407.1070; 407.1095, <i>et seq.</i> |
| North Carolina | N.C. GEN. STAT. §§ 75-1.1; 75-100, <i>et seq.</i> |
| North Dakota | N.D.C.C. §§ 10-32.1-74, 51-15-02, 51-28-02, 51-28-06, and 51-28-07. |
| Ohio | O.R.C 1345.01, <i>et seq.</i> and O.R.C. 4719.01 <i>et seq.</i> |
| Texas | TEX. BUS. & COM. CODE § 304.052 |

3. Defendant Spiller neither admits nor denies any of the allegations in the Complaint, except as specifically stated in this Order. Only for purposes of resolving this action, Defendant Spiller admits facts necessary to establish jurisdiction. Defendant Spiller waives all rights to appeal or otherwise challenge or contest the validity of this Order.

4. The Court approves and adopts this Order.

5. Entry of this Order is in the public interest.

DEFINITIONS

For the purpose of this Order, the following definitions apply:

A. The parties incorporate the definitions set forth in the Preamble and Findings for the following terms: **“Complaint”**, **“JSquared”**, **“Mears”**, **“Order”**, **“Plaintiffs”**, **“Rising Cayman”**, **“Rising Eagle”**, **“Rising Eagle Defendants”**, **“Spiller”**, **“TCPA”**, **“Telemarketing Act”**, and **“TSR.”**

B. **“Assisting and Facilitating”** means providing substantial assistance or support, including, among other conduct, providing consulting services, Lead Generation, or Telephony Services.

C. **“Communication”** means any contact, whether formal or informal, between two or more Persons, at any time or place, and under any circumstances whatsoever, whereby information of any kind or nature was transmitted, transferred, disclosed, exchanged, or recorded. It includes, without limitation, any oral, written, and Electronically Stored Information that is opened or unopened, active, or deleted.

D. **“Contribution”** means any donation, gift of money, or any other payment, consideration, or thing of value.

E. **“Customer”** means any Person that provides Telephony Services from Defendant Spiller, individually or through any agents, employees, affiliates, subsidiaries, corporations, or other business formations.

F. **“DNC Registry”** means the National Do Not Call Registry maintained by the Federal Trade Commission, which allows consumers to register telephone numbers to avoid telemarketing telephone calls.

G. **“Electronically Stored Information”** means electronically stored information created, communicated, stored and utilized in digital form requiring the use of computer hardware and software, including, without limitation, computer or electronic files stored on file servers, e-mail servers, work stations, desktops, hard drives, solid-state drives, cloud storage, personal digital assistants, smartphones (e.g., Blackberrys, iPhones, Droids), tablets (e.g., iPads) and other mobile electronic devices, or other electronic social or industrial/business web-based media (e.g., Facebook®, Twitter®, LinkedIn®, Skype®, WhatsApp®, etc.), records, data, reports, and queries derived from or residing in applications and databases, computer printouts, contracts, cost sheets, data compilations from which information can be obtained, derived, or can be translated through detection devices or converted or translated into reasonably usable form, magnetic discs, magnetic strips, magnetic tape, recognition characters, microfiche, microfilm, optical characters, punched cards, punched paper tapes, audio tapes or recordings, or video tapes or recordings.

H. **“High Risk Customer”** means any Customer that:

1. Engages in Telemarketing and/or generates or initiates Robocalls;
2. Is a Person domiciled outside of the United States;
3. Pays for Telephony Services via stored-value cards (e.g. gift cards), cryptocurrency, or money-transfer businesses (e.g. Venmo®, Zelle®, Cash App®, Paypal®, Western Union®, etc.);
4. Is, at any point, determined by the Industry Traceback Group, in its sole discretion, to be “Non-Responsive” or equivalent term as defined in its

“Policies and Procedures” or any amendment, restatement, or subsequent update thereof; or,

5. Is blocked from another voice service provider’s network after being determined to be a “bad-actor upstream voice service provider” pursuant to a notice to the Federal Communications Commission in a process more formally described in Paragraphs 35-45 of the Federal Communication Commission’s Third Report and Order, Order On Reconsideration, and Fourth Further Notice of Proposed Rulemaking in CG Docket No. 17-59 and adopted July 16, 2020.

I. **“Defendant”** means Spiller.

J. **“Industry Traceback Group”** means the Industry Traceback Group, a consortium conducting private-led efforts to trace back and identify the origin of suspected unlawful Robocalls, or any successor consortium registered with the Federal Communications Commission pursuant to Section 13 of the TRACED Act and 47 C.F.R. 64.1203.

K. **“International Premium Rate Number”** means any number that is invalid under the NANP that has an additional interconnection fee, similar to “900” or “976” numbers in North America, which always incur a recipient-defined charge in excess of regular telephone call charges.

L. **“Invalid Number”** means any caller ID number which is invalid under the NANP, or any telephone number that is invalid under the International Telecommunication Union’s Recommendation ITU-T E.164, “the international public telecommunication numbering plan” or any successor recommendation, including, for example, any number

that does not contain the requisite number of digits.

M. **“Lead Generation”** means the assignment, creation, sourcing, sale, subscription, leasing, renting, distribution, provisioning, purchase, reselling, wholesaling, or transfer of any list or compilation of telephone numbers utilized or intended to be utilized for the purpose of generating or initiating Outbound Telephone Calls and/or Telemarketing.

N. **“Manually Dialed Call”** means a telephone call that is dialed by an individual who manually selects the telephone number to be called without the assistance of an automated dialer or similar device and without the use of any prerecorded message.

O. **“NANP”** means the North American Numbering Plan.

P. **“Outbound Telephone Call”** means a telephone call initiated to:

1. Induce the purchase of goods or services;
2. Solicit a Contribution;
3. Advertise or offer a loan or extension of credit; or
4. Obtain information, including, without limitation, through the arrangement of a meeting, that may be used to induce the purchase of goods or services, solicit a Contribution, or solicit a loan or extension of credit.

Q. **“Person”** means any individual, group, organization, unincorporated association, limited or general partnership, corporation, subsidiary, affiliate, or other legal entity.

R. **“Prior Express Written Authorization”** means, prior to the origination, termination, routing, or transmission of any telephone call, including a Robocall, to any

Person, the caller has received an express, written authorization from the call recipient whereby the call recipient has expressly agreed to receive such telephone calls in a written Communication created by that call recipient and directly addressed and sent to the caller; for the avoidance of doubt, any such authorization derived from an internet search, from an online consent form, from any form of Lead Generation, or from any third party is not sufficient to qualify as a Prior Express Written Authorization under this Order.

S. **“Robocall(s)”** means a telephone call that delivers artificial or prerecorded voice messages, in whole or in part, including, without limitation, telephone calls utilizing soundboard technology and ringless voicemail messages, whether acting directly or through an intermediary.

T. **“STIR/SHAKEN Authentication Framework”** means the Secure Telephone Identity Revisited and Signature-based Handling of Asserted Information Using Tokens standards. *See* 47 U.S.C. § 227b.

U. **“Telemarketing”** means any plan, program, or campaign that is conducted to generate or initiate Outbound Telephone Calls by use of a telephone or VoIP-related technology and which involves a telephone call.

V. **“Telephony Services”** means wireline or wireless telecommunications services, including, without limitation:

1. The dialing, origination, termination, routing, or transmission of any

telephone calls made over a public switched telephone network;

2. VoIP Services;
3. Electronic messaging services;
4. Ringless voicemail messages; or
5. Any other common carriage, telecommunications, or information services.

W. **“Traceback Request”** means any request to determine the source of a Robocall and/or the voice service providers that dialed, originated, transmitted, or routed a Robocall, which request was made by:

1. A telecommunications carrier or voice service provider;
2. The Industry Traceback Group;
3. A law enforcement agency; or
4. Any other industry organization comprised of telecommunications carriers and/or voice service providers that seek to combat and reduce unlawful Robocalls.

X. **“Unassigned Number”** means any caller ID number for which the administrator of NANP has never opened: (1) the NPA area code for carrier number assignments or (2) the NPA-NXX central office code for carrier number assignments.

Y. **“VoIP”** means Voice over Internet Protocol.

Z. **“VoIP Services”** means (1) one-way or interconnected VoIP telephony services, including, without limitation, the origination, termination, routing, or transmission of telephone calls made over a public switched telephone network and which

requires VoIP-related technology and (2) the resale, assignment, licensing, or provisioning of telephone numbers, including, without limitation, telephone numbers associated with direct inward dialing.

ORDER

I. PERMANENT BAN ON ROBOCALLS

IT IS ORDERED that Defendant and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

A. Initiating, causing others to initiate, or Assisting or Facilitating others in initiating, Outbound Telephone Call that plays or delivers a Robocall, unless Defendant Spiller proves that such prerecorded message was delivered for the purpose of compliance with 16 C.F.R. § 310.4(b)(4)(iii), as amended;

B. Controlling, holding a managerial post in, consulting for, serving as an officer of, having any revenue sharing agreement with, or holding any ownership interest, share, or stock in any company or Person that engages in conduct prohibited in Section I.A above; ***provided, however***, that it is not a violation of this Order to own a non-controlling interest in a publicly traded company that engages in such conduct.

II. PERMANENT BAN ON TELEMARKETING

IT IS FURTHER ORDERED that Defendant Spiller and his companies, officers, agents, and employees, and all other Persons in active concert or participation with him,

whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, Telemarketing, whether acting directly or through an intermediary, including by consulting, brokering, planning, investing, or advising; ***provided, however***, that it is not a violation of this Order to own a non-controlling stock interest in a publicly traded company that engages in conduct banned in this Section II.

III. PROHIBITION ON VIOLATING THE TCPA, TSR, AND STATE LAWS

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, causing others to engage in, or Assisting and Facilitating others engaging in violating the TCPA, 47 U.S.C. § 227, its implementing rules, 47 C.F.R. §§ 64.1200 and 64.1604, the TSR, 16 C.F.R. Part 310, and the state statutes listed below, each as amended and also attached as Appendix A.

| STATE STATUTES | |
|----------------|--------------------------------------------------------------------------------------------------------------------------------|
| Arkansas | Ark. Code Ann. §§ 4-88-101, et seq.; Ark. Code Ann. §§ 4-99-101, et seq. |
| Indiana | Ind. Code § 23-0.5-5-2; Ind. Code 24-4.7-4; Ind. Code 24-5-0.5; Ind. Code 24-5-12; Ind. Code 24-5-14; and Ind. Code 24-5-14.5. |
| Michigan | MCL 445.111, et seq.; MCL 445.901, et seq. |
| Missouri | MO. REV. STAT. §§ 407.1070; 407.1095, et seq. |
| North Carolina | N.C. GEN. STAT. §§ 75-1.1; 75-100, et seq. |
| North Dakota | N.D.C.C. §§ 10-32.1-01, et seq; 51-15-01, et seq.; 51-28-01, et seq. |
| Ohio | O.R.C 1345.01, et seq.; O.R.C. 4719.01, et seq. |
| Texas | TEX. BUS. & COM. CODE § 304.052 |

IV. PERMANENT BAN ON CERTAIN TELEPHONE CALLS

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

- A. Initiating, causing the initiation of, or transmitting any telephone calls that are placed to telephone numbers on the DNC Registry or any state equivalent thereof; or
- B. Initiating, causing the initiation of, or transmitting any telephone call displaying a caller ID number that the calling party does not have legal authority to use.

V. PERMANENT BAN ON CERTAIN TELEPHONY SERVICES

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is

permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, providing Telephony Services without having ongoing automated procedures in place to block telephone calls that:

A. Display as the caller ID number “911,” “1911,” “0911,” or “10911,” any Unassigned Number, any Invalid Number, or any International Premium Rate Number;

B. Are transmitted after June 30, 2021, unless changed pursuant to applicable legislation or by agency action, and are not authenticated through the STIR/SHAKEN Authentication Framework, or a successor authentication framework if subsequently mandated by applicable federal law or regulation; for the avoidance of doubt, Defendant Spiller and his companies (including any subsidiaries or affiliates) must also fully implement the STIR/SHAKEN Authentication Framework, or a successor authentication framework if subsequently mandated by applicable federal law or regulation,;

C. Are Robocalls and include any language related to or purportedly related to insurance, warranties, extended coverage, or any other service related contract or agreement for vehicles, either in whole or in part, expressly or indirectly;

D. Are identified as illegal Robocalls or consistent with patterns therewith pursuant to Section VII; or,

E. Last less than six (6) seconds and account for at least ten percent (10%) of one Customer’s total telephone calls originating from or terminated onto Defendant Spiller’s or any of his companies’ (including any subsidiaries or affiliates) network(s) in one (1) day.

VI. PERMANENT BAN ON PROVISIONING

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in:

- A. Providing, leasing, provisioning, reselling, or assigning telephone numbers, including those related to direct inward dialing;
- B. Lead Generation;
- C. Transferring a Robocall made to a call recipient to a live operator or any other individual or Person;
- D. Providing or offering to provide Telephony Services to Customers designed to avoid detection or reduce the effectiveness of any call blocking or call labeling analytics services or applications, including, but not limited to, the automated rotation of telephone numbers or direct inward dialing numbers used for caller ID transmission; or,
- E. Causing any Customer to route its call traffic to another provider of Telephony Services, such that Defendant Spiller or his companies (including any subsidiaries or affiliates), through arrangements with such provider of Telephony Services, would then receive all or part of said call traffic, in order to avoid the requirements of this Order.

VII. NETWORK MONITORING

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including

any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, must, in connection with the provision of Telephony Services, implement and maintain constant, up-to-date written policies, practices, and procedures monitoring, reviewing, and analyzing call traffic to identify, mitigate, and block illegal Robocalls or patterns consistent therewith, including, without limitation, the consideration of call duration, call volume, calls per second, the source or legality of caller ID numbers, the location of the calls' origination or U.S. point of entry, etc.

Defendant Spiller and his companies (including any subsidiaries or affiliates) agree to provide any such policies, practices, and procedures, including all documentation in support thereof, to any state or federal law enforcement agency, including the Plaintiffs, or the Industry Traceback Group within a reasonable time upon receiving but not longer than fourteen (14) business days of such a request. Plaintiffs may raise objections to the sufficiency of such policies, practices, and procedures to effectively identify, mitigate, and/or block illegal Robocalls or patterns consistent therewith. If such objections are raised by the Plaintiffs, Defendant Spiller and or his companies (including any subsidiaries or affiliates) shall, within a reasonable period of time but not longer than fourteen (14) business days of receiving notice of the Plaintiffs' objections as stated herein, either: (1) provide examples illustrating how the existing policies, practices, and procedures sufficiently address the issue(s) raised in each of Plaintiffs' objections; or, (2) provide proposed modifications to the existing policies, practices, and procedures that would sufficiently address the issue(s) raised in each of Plaintiffs' objections. If Defendant Spiller

fails to provide illustrative responses or proposed modifications within a reasonable time but not longer than fourteen (14) business days of receiving notice of the Plaintiffs' objections, Defendant Spiller and his companies (including any subsidiaries or affiliates) agree that such failure to cure the objection is a violation of this Order.

VIII. SCREENING OF CURRENT AND PROSPECTIVE CUSTOMERS

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, is permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, providing Telephony Services to any Customer, or new or prospective Customer, without first engaging in a reasonable screening of that Customer. For new or prospective Customers, such reasonable screening must occur and be completed before beginning to provide services to the new Customer. For existing High Risk Customers, such screening must be completed within forty-five (45) days of the entry of this Order. For all other Customers, such reasonable screening must occur and be completed within ninety (90) days of the entry of this Order. For all Customers, such reasonable screening must recur annually. All Customers must provide updates to any information provided in a prior reasonable screening within thirty (30) days of any changes to such information. Such reasonable screening must include, but not be limited to:

A. Obtaining from each prospective or current Customer (including the principal(s) and controlling Person(s) of the Customer, any Person(s) with a majority ownership interest in the entity, and any alter egos, corporate DBA names, trade name,

fictitious name or aliases under which such Person(s) conduct or have conducted the business) the following information:

1. The name, physical and mailing addresses, contact telephone number(s), and email address of the principal(s) and controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the Customer;

2. The name, physical and mailing addresses, contact telephone number(s), and email address of the Customer's employee responsible for compliance with the TCPA, TSR, and other federal and state laws governing Telemarketing and automated dialing;

3. A list of all business and trade names, fictitious names, DBAs, and websites and social media pages under or through which the Customer has transacted or advertised business;

4. A description of the nature of the Customer's business, including a description of the nature of the goods and services sold, methods of sale, and whether they are involved in Telemarketing;

- a. For Customers who engage in Telemarketing, obtaining the prospective Customer's Subscription Account Number for accessing the DNC Registry, and asking the Customer whether it uses Robocalls; and,

- b. For Customers who describe their business as involving Telephony Services, obtaining the Customer's Universal Service Fund registration number and a copy of the Customer's FCC Form

499, and Section 214 International Authority (if applicable) and/or any state equivalent thereof.

5. A list of each physical address at which the Customer has transacted business or will conduct the business(es) identified pursuant to subsection (1) of this Section VIII.A;

6. The billing address and email address associated with the Customer's means and source of payment for Defendant Spiller's services, as well as the name, physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for Defendant Spiller's services;

7. For U.S.-domiciled companies, the Customer's federal taxpayer identification number;

8. The IP address(s) for every computer device used by the Customer's employees, consultants, contractors, or subcontractors to conduct its business;

9. The Customer's state or country of incorporation or organization;

10. For High Risk Customers and any Customer using credit cards or any form of payment other than a bank wire transfer or ACH to make payments, the names of at least two trade or bank references;

11. Copies of the Customer's written policies, practices, and procedures documenting or describing its compliance with, and employee training related thereto, the Telemarketing Sales Rule (16 C.F.R. § 310, *et seq.*, as amended), the Telephone Consumer Protection Act and its rules (47 U.S.C. § 227, as amended, 47 C.F.R. Part 64, Subparts L (§ 64.1200) and P (§§ 64.1600 to 64.1604), as amended),

and all other state and federal laws that regulate any of the following: telemarketing, autodialed calls, telephone calls to numbers on the DNC Registry, telephone calls delivering Robocalls, and telephone calls using spoofed caller ID numbers;

12. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures documenting or describing its initiation of, and compliance with, Traceback Requests;

13. If the Customer engages in Telephony Services, copies of all Traceback Requests received by the Customer in the preceding eighteen (18) months and the corresponding responses the Customer provided to each such Traceback Request;

14. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures monitoring, reviewing, and analyzing call traffic to identify and block illegal Robocalls or patterns consistent therewith;

15. If the Customer engages in Telephony Services, copies of the Customer's written policies, practices, and procedures documenting its methods to segregate auto-dialed traffic from manually dialed traffic and to further screen and monitor both types of traffic;

16. If the Customer engages in Telemarketing and utilizes Robocalls, sample recordings or written transcripts of each prerecorded message initiated or generated within the prior six (6) months; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to

provide such Robocalls to Defendant Spiller or his companies (including any subsidiaries or affiliates) at least seven (7) days prior to the initiation or generation of any Robocall;

17. If the Customer engages in Telemarketing, a list of all telephone numbers that appeared as a call recipient's caller ID number and all callback numbers the Customer used within the last six (6) months, substantiated by actual proof that the Customer had legal authority to use each such telephone number; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to provide such telephone numbers and actual proof to Defendant Spiller or his companies (including any subsidiaries or affiliates) at least seven (7) days prior to the use of those telephone numbers;

18. If the Customer engages in Telemarketing and utilizes any Robocalls, copies of the Customer's written policies, practices, and procedures documenting and describing its method to obtain Prior Express Written Authorizations from all Robocall recipients;

19. If the Customer engages in Telemarketing and utilizes any Robocalls, a list of all telephone numbers the Customer called within the prior six (6) months, including actual proof that the Customer had Prior Express Written Authorizations to call each such call recipient and/or telephone number; provided, however, this subsection shall constitute an ongoing and perpetual affirmative obligation for the Customer to provide such telephone numbers and Prior Express Written

Authorizations to Defendant Spiller or his companies (including any subsidiaries or affiliates) at least seven (7) days prior to the use of those telephone numbers; and,

20. Whether the Customer (including the principal(s), controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the entity) has ever been the subject of a lawsuit alleging claims under the TSR, the TCPA, or any other lawsuit regarding illegal Robocalls, illegal automated dialing, calls to the DNC Registry or any state do not call registry, spoofed caller ID numbers, or otherwise illegal telemarketing or solicitations.

B. Reviewing whether Defendant Spiller received any formal written requests from a law enforcement agency, subpoenas, civil investigative demands, search warrants, or other complaints about the Customer, its principal(s), controlling Person(s), any Person(s) with a majority ownership interest in the entity, and any alter egos, corporate DBA names, trade name, fictitious name or aliases under which such Customer or Person(s) conduct or have conducted business; and,

C. Taking reasonable steps to review and assess the accuracy and consistency of the information provided pursuant to Section VIII.A of this Order, and retaining all documentation to be able to verify the review undertaken with respect to each Customer if requested by a state or federal law enforcement agency, including but not limited to:

1. Reviewing the internet websites and social media page(s) used by the Customer to confirm, for instance, that they have more than placeholder or template content;

2. Reviewing free, publicly accessible databases and/or websites hosted by state, federal, and/or foreign governments that contain information about the incorporation, registration, or licensing of business entities;

3. Checking the Federal Communications Commission's website(s) and/or databases that publish Universal Service Fund registration numbers, FCC Forms 499 or International 214 Authorization, and any state equivalents thereof;

4. Reviewing the physical location of the Customer to ensure that one exists, and verifying that the address provided is a physical address and not a U.S. post office box, a business services center, or any other location for which no physical presence is required to maintain an address at that location;

5. Verifying that the billing address(es) and email address(es) associated with the Customer's means and source of payment for any of Defendant Spiller's services match or correspond to the physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for Defendant Spiller's services;

6. Reviewing the domain name for all contact email addresses provided to ensure they correspond with the Customer's business and are not readily available to any end user not associated with the Customer's business (e.g., the email provided does not end in @gmail, @hotmail, @outlook, @protonmail, etc.);

7. Manually calling all contact telephone numbers provided to ensure that responsible parties are reachable;

8. Geolocating and confirming the location of the IP address(es) provided by the Customer; *provided, however*, that a Customer's virtual private network ("VPN") is insufficient;

9. Searching the Federal Trade Commission's website to determine if the Customer or its control Persons have been the subject of Federal Trade Commission enforcement actions;

10. Reviewing all transcripts and sample recordings of prerecorded messages previously utilized or to be utilized by prospective or current Customers to determine whether the prerecorded message complies with 47 C.F.R. 64.1200(b), and 16 C.F.R. 310.4(b)(1)(v);

11. Reviewing all formal written inquiries, subpoenas, civil investigative demands, search warrants, Traceback Requests, and complaints about the Customer or calls dialed, originated, routed, or transmitted by the Customer, sent to or shared with Defendant Spiller to (a) determine whether the call was spoofed, (b) review and listen to prerecorded messages that are identified in or are the subject of such requests, (c) determine whether copies of such prerecorded messages are found in the request itself or in public databases that compile recordings of such messages, and (d) determine if the Customer is sending, routing, transmitting, dialing, originating, or terminating calls that deliver a message that misrepresents that the call is from a government agency or law enforcement; and,

12. Performing internet searches about the Customer and Persons with a controlling interest.

IX. CUSTOMER REVIEW AND TERMINATION

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly:

A. Must immediately terminate, or refrain from entering into, any business relationship with a Customer if a review under Section VIII reveals that the Customer:

1. Engages in Telemarketing but does not have a Subscription Account Number for accessing the DNC Registry and/or does not remove telephone numbers listed on the DNC Registry from its Lead Generation lists or compilations;
2. Engages in Telephony Services, without a current, valid Universal Service Fund registration number or recently filed FCC Form 499, 214 International Authorization (if necessary) or any state equivalent thereof;
3. States it does not have a taxpayer identification number if it is a U.S.-domiciled company;
4. Maintains no verifiable presence via free, publicly accessible databases and/or websites hosted by state, federal, and/or foreign governments that contain information about the incorporation, registration, or licensing of business entities;
5. Does not have a verifiable physical location and/or the address provided is a U.S. post office box, a business services center, or any other location for which no physical presence is required to maintain an address at that location;

6. Does not have billing address(es) and email address(es) associated with the Customer's means and source of payment for any Defendant Spiller's services that match or correspond to the physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for Defendant Spiller's services;

7. Does not have IP address(es)' geolocations located in an area at or near to the address(es) provided to Defendant Spiller;

8. Provides false, inaccurate, inconsistent, or misleading information in response to Defendant Spiller's screening process pursuant to Section VIII and declined to correct that information upon request;

9. Refuses to provide any of the information described in Section VIII;

10. Does not have a website providing public information about its business, has only placeholder or template content on its website, or the contact information and location information is inconsistent with that provided to Defendant Spiller;

11. Does not regularly correspond using email address at the same domain name as its website.

12. Pays for services by any means other than: (a) a bank transfer from a financial institution domiciled in the United States, (b) a credit card, or (c) a bank or financial institution provided during the screenings under Section VIII.A;

13. Has been the subject of, or any telephone calls that were dialed, originated, transmitted, or routed by the Customer have been the subject of, a total

of three (3) or more formal written requests from law enforcement agencies, subpoenas, search warrants, or civil investigative demands issued to or otherwise shared with Defendant Spiller or his companies, including the Rising Eagle Defendants and any subsidiaries or affiliates;

14. Has been the subject of, or any telephone calls that were dialed, originated, transmitted, or routed by the Customer have been the subject of a total of three (3) or more Traceback Requests or upstream or downstream line carrier complaints sent to or shared with Defendant Spiller or his companies, including the Rising Eagle Defendants and any subsidiaries or affiliates, during any one (1) year period;

15. Dials, originates, routes, or transmits illegal Robocalls, including, without limitation, any Robocall (for the avoidance of doubt, including the content thereof) that fails to comply with 47 C.F.R. 64.1200(b) and 16 C.F.R. 310.4(b)(1)(v) or violates any federal or state law governing unfair and deceptive acts or practices; or,

16. Has any calls blocked pursuant to Section VII.

B. Must also immediately terminate, or refrain from entering into, any business relationship with a Customer if Defendant Spiller or his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, becomes aware of or obtain any information indicating that the Customer is likely engaging in conduct prohibited in Sections I, III, IV, V, VI, or VII of this Order.

X. PERMANENT BAN ON CERTAIN BUSINESS RELATIONSHIPS

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates), officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly, are permanently restrained and enjoined from engaging in, or Assisting and Facilitating others to engage in, entering into or continuing any business relationship, including, without limitation, consulting services, with (A) any defendant named in the Complaint or any of their existing or future companies, (B) Omar Hibbert, Leon Martin, and Marsha Griffin or any of their existing or future companies or (C) a Customer if such Customer is or is likely engaging in the any conduct prohibited in Sections I, II, III, IV, or V of this Order. Defendant Spiller agrees he is liable for a Customer's violations under Section X if he knew or reasonably should have known the Customer is, has, or is likely engaging in prohibited conduct. Defendant Spiller further agrees to conduct reasonable due diligence before entering into any business relationship to ensure that such Customer does not or is not likely engaging in prohibited conduct. To the extent that Defendant Spiller maintains a preexisting business relationship with a Customer as of the date of this Order, Defendant Spiller further agrees to conduct such reasonable due diligence to ensure that such Customer does not or is not likely engaging in such prohibited conduct. Such reasonable due diligence shall include, but is not limited to, the review of the following items:

A. The name, physical and mailing addresses, contact telephone number(s), and email address of the principal(s) and controlling Person(s) of the prospective Customer, and any Person(s) with a majority ownership interest with the prospective Customer;

B. A list of all business and trade names, fictitious names, DBAs, and websites and social media pages under or through which the prospective Customer has transacted or advertised business;

C. A description of the nature of the prospective Customer's business, including a description of the nature of the goods and services sold, methods of sale, and whether they are involved in Lead Generation, Robocalls, and/or Telemarketing;

D. A list of each physical address at which the prospective Customer has conducted business or will conduct the business(es) identified pursuant to subsection (A) of this Section VI;

E. The prospective Customer's banking source of payment for Defendant Spiller's services;

F. The billing address and email address associated with the prospective Customer's means and source of payment for Defendant Spiller's services, as well as the name, physical and mailing addresses, contact telephone number(s), and email address of the Person or entity paying for such services;

G. For U.S.-domiciled companies, the Customer's federal taxpayer identification number;

H. The prospective Customer's state or country of incorporation or organization;

I. Whether the prospective Customer (including the principal(s), controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the entity) has ever been the subject of a lawsuit alleging claims under the TSR, the TCPA, or any other lawsuit regarding illegal Robocalls, illegal automated dialing, calls to the DNC Registry or any state do not call registry, spoofed caller ID numbers, or otherwise illegal telemarketing or solicitations;

J. If the prospective Customer engages in Lead Generation, Robocalls, and/or Telemarketing, such prospective Customer's written policies, practices, and procedures documenting its compliance with the TSR, TCPA, and any other state or federal laws governing Robocalls, telemarketing, solicitations, caller IDs, and/or automated dialing; and,

K. Whether the Customer (including the principal(s), controlling Person(s) of the entity, and any Person(s) with a majority ownership interest in the entity) has been issued any formal written requests from law enforcement agencies, subpoenas, civil investigative demands, and/or search warrants concerning illegal Robocalls, illegal automated dialing, calls to the DNC Registry or any state do not call registry, spoofed caller ID numbers, or otherwise illegal telemarketing or solicitations.

XI. DISSOLUTION OF THE CORPORATE DEFENDANTS

IT IS FURTHER ORDERED that Defendant Spiller shall take the steps necessary to cause the formal dissolution of Rising Eagle Capital Group LLC, JSquared Telecom

LLC, and Rising Eagle Capital Group-Cayman within sixty (60) days of the entry of this Order. Defendant Spiller shall provide Plaintiffs with documentation of the required dissolution no later than thirty 30 days after completion.

XII. COOPERATION

IT IS FURTHER ORDERED that Defendant Spiller must cooperate with representatives of the Plaintiffs in this case, in any investigation related to or associated with the transactions or the occurrences that are the subject of the Complaint, or in any investigation related to or associated with the use of the Rising Eagle Defendants services, including any telecommunications or VoIP networks. Defendant Spiller must provide truthful and complete information, evidence (including any and all non-privileged documents and other records), and testimony. If Defendant Spiller is claiming that a document or record is privileged, Defendant must expressly claim and also describe the nature of the documents, communications, or tangible elements without revealing information which is privileged or protected.

Defendant Spiller must appear for interviews, discovery, hearings, trials, and any other proceedings that a Plaintiff's representative may reasonably request upon five (5) days written notice, or other reasonable notice, at such places and times as a Plaintiff's representative may designate, without the service of a subpoena.

Further, to assist the Plaintiffs with any investigation related to or associated with the transactions or the occurrences that are the subject of the Complaint, and with monitoring of the Defendant's compliance with this order, Defendant Spiller consents, for purposes of the Electronic Communications Privacy Act, to the disclosure, by electronic

communications service providers and remote computing service providers of the contents of or Communications regarding any auto-dialed, Telemarketing or prerecorded telephone calls or Communications with Customers regarding services provided by Defendant Spiller or his companies (including any subsidiaries or affiliates). Defendant Spiller further agrees to execute, within five (5) days of a request from a Plaintiff, any forms or other documentation evidencing consent that may be required by such electronic communications service providers or remote computing service providers.

XIII. MONETARY JUDGMENT

IT IS FURTHER ORDERED that:

A. Judgment in the amount of \$122,339,320 (One Hundred and Twenty-Two Million, Three Hundred and Thirty-Nine Thousand, Three Hundred and Twenty Dollars) is entered in favor of Plaintiffs against Defendant Spiller as monetary judgment to be split in equal amounts of \$15,292,415 to each Plaintiff State as follows:

Arkansas –\$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil pursuant to the Arkansas Deceptive Trade Practices Act, Ark. Code Ann. § 4-88-113(a)(3).)

Indiana – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to Ind. Code § 24-4.7-5-2 of Indiana’s Telephone Solicitation of Consumers Act.)

Michigan – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to

section 5(1) of the Michigan Consumer Protection Act, MCL 445.905(1).)

Missouri – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to section 407.1107 of the Missouri Merchandising Practices Act)

North Carolina – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and in civil penalties and attorneys’ fees and costs pursuant to the North Carolina Unfair or Deceptive Trade Practices Act, N.C.G.S. § 75-105)

North Dakota – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to N.D.C.C. §§ 51-15-11 and 51-28-17 of the North Dakota Unlawful Sales or Advertising Practices Act and Telephone Solicitations Law))

Ohio – \$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA, \$3,823,103.50 in civil penalties pursuant to O.R.C. section 1345.07 of Ohio’s Consumer Sales Practices Act, and \$3,823,103.50 in civil penalties pursuant to O.R.C. section 4719.12 of Ohio’s Telephone Solicitation Sales Act.)

Texas –\$15,292,415 (\$7,646,207.50 in statutory damages pursuant to section 227(g) of the TCPA and \$7,646,207.50 in civil penalties pursuant to section 304.252(1) of the Texas Telemarketing Disclosure and Privacy Act.)

B. Defendant Spiller is ordered to pay Plaintiff States the amount of \$50,000 (Fifty Thousand Dollars) in civil penalties on or before twelve months following the Court's entry of this Order, of which \$10,000 shall be due 30 days following the Court's entry of this Order. Such payments shall be made to the Plaintiff State of North Dakota and shall be in the form of a check or money order payable to **Office of Attorney General – North Dakota** for further equal distribution to the remaining Plaintiffs. Upon such payments, the remainder of the judgment amount specified in Subsection A above is suspended due to inability to pay, subject to the remaining Subsections of Section XI set forth below.

C. Plaintiff States' agreement to both the suspension of the judgment set forth in Subsection A and to the payment amount set forth in Subsection B above is expressly premised upon the truthfulness, accuracy, and completeness of Defendant's sworn financial statements and related documents (collectively, "financial representations") submitted to the Plaintiff States, including the financial representations made on May 18 & 19 of 2021, provided through counsel, Roth Jackson; July 17, 2022 by Defendant Spiller; and in the Declaration of John C. Spiller, II dated January 5, 2023.

D. The suspension of the judgment will be lifted if, upon motion by a Plaintiff State, the Court finds that Defendant violated this Order, failed to disclose any material asset, materially misstated the value of any asset, or made any other material misstatement or omission in the financial representation identified above.

E. If the suspension of the judgment is lifted, the judgment becomes immediately due in the amounts specified in Subsection A above, plus interest computed from the date of entry of this Order.

F. Defendant Spiller relinquishes dominion and all legal and equitable right, title, and interest in all assets transferred pursuant to this Order and may not seek the return of any assets.

G. The facts alleged in the Complaint will be taken as true, without further proof, in any subsequent civil litigation by or on behalf of the Plaintiffs, including in a proceeding to enforce rights to any payment or monetary judgment pursuant to this Order.

H. Defendant Spiller acknowledges that Plaintiffs may use Taxpayer Identification Numbers (Social Security Number and Employer Identification Number), previously submitted to the Plaintiffs for collecting and reporting on any delinquent amount arising out of this Order.

XIV. ORDER ACKNOWLEDGMENTS

IT IS FURTHER ORDERED that Defendant Spiller obtain acknowledgments of receipt of this Order:

A. For ten (10) years after entry of this Order, Defendant Spiller, for any business that he, individually or collectively with any other defendant named in the Complaint, is the majority owner or controls directly or indirectly, must deliver a copy of this Order to: (1) all principals, officers, directors, and LLC managers and members; (2) all employees, agents, and representatives with managerial responsibilities for conduct related to the subject matter of the Order; and (3) any business entity resulting from any change in structure as set forth in Section XIII, titled Compliance Reporting. Delivery must occur within seven (7) days of entry of this Order for current personnel. For all others, delivery must occur before they assume their responsibilities.

B. For ten (10) years after entry of this Order, Defendant Spiller and any business that he, individually or collectively with any other defendant named in the Complaint, is the majority owner or controls directly or indirectly, must deliver a copy of this Order to new Customers prior to executing an agreement to provide services or similar contract or prior to providing any services, whichever is earlier.

C. Existing Customers of the Rising Eagle Defendants, and for any business that Defendant Spiller, individually or collectively with any other defendant named in the Complaint, is the majority owner or controls directly or indirectly, must receive a copy of this Order within fourteen (14) days of the entry of this Order.

D. Defendant Spiller will document his delivery of the Order to each Order recipient.

XV. COMPLIANCE REPORTING

IT IS FURTHER ORDERED that Defendant Spiller make timely submissions to the Plaintiffs:

A. One hundred twenty days (120) days after entry of this Order, Defendant must submit a compliance report, sworn under penalty of perjury, with the following:

1. Defendant Spiller must: (a) identify the primary physical, postal, and email address and telephone number, as designated points of contact, which representatives of the Plaintiffs may use to communicate with him; (b) identify all of Defendant Spiller's businesses by all of their names, telephone numbers, and physical, postal, email, and Internet addresses; (c) describe the activities of each business, including, without limitation, Telephony Services, and the involvement of any other Rising Eagle Defendant or other defendant named in the Complaint (which Defendant Spiller must describe if he knows or should know due to his own involvement); (d) if any such business provides Telephony Services, provide a list of Customers terminated pursuant to Section IX, the reasons for such termination, and the underlying documentation reviewed; (e) describe in detail whether and how

Defendant Spiller is in compliance with each Section of this Order; and (f) provide a copy of each Order Acknowledgment obtained pursuant to this Order, unless previously submitted to the Plaintiffs.

2. Additionally, Defendant Spiller must: (a) identify all telephone numbers and all physical, postal, email and internet addresses, including all residences; (b) identify all business activities, including any business for which Defendant Spiller performs services whether as an employee or otherwise, and any entity in which Defendant Spiller has any ownership interest; and (c) describe in detail Defendant Spiller's involvement in each such business, including title, role, responsibilities, participation, authority, control, and any ownership.

B. For ten (10) years after entry of this Order, Defendant Spiller must submit a compliance notice, sworn under penalty of perjury, within fourteen (14) days of any change in the following:

1. Defendant Spiller must report any change in: (a) any designated point of contact; or (b) the structure of any business that Defendant Spiller has any ownership interest in or controls directly or indirectly that may affect compliance obligations arising under this Order, including: creation, merger, sale, or dissolution of the entity or any subsidiary, parent, affiliate, or Person that engages in any acts or practices subject to this Order.

2. Additionally, Defendant Spiller must report any change in: (a) name, including aliases or fictitious name, or residence address; or (b) title or role in any business activity, including any business for which Defendant Spiller performs

services, whether as an employee or otherwise, and any entity in which Defendant Spiller has any ownership interest, and identify the name, physical address, and any internet address of the business or entity.

C. Defendant Spiller must submit to the Plaintiffs notice of the filing of any bankruptcy petition, insolvency proceeding, or similar proceeding by or against him, or any filing for voluntary dissolution, within fourteen (14) days of its filing.

D. Any submission required by this Order is to be sworn under penalty of perjury must be true and accurate and comply with 28 U.S.C. § 1746, such as by concluding: “I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: _____” and supplying the date, signatory’s full name, title (if applicable), and signature.

E. Unless otherwise directed by a Plaintiffs’ representative in writing, all submissions to the Plaintiffs pursuant to this Order must be emailed or sent by overnight courier (not the U.S. Postal Service). The subject line of the email or cover letter must begin: *State of Texas, et al. v. Rising Eagle Capital Group, LLC, et al.*, Case No. 4:20-cv-02021. The Plaintiffs’ representatives are listed below:

For State of Arkansas:

Amanda J. Wentz
Assistant Attorney General
Office of Arkansas Attorney General
Public Protection Department
323 Center Street, Suite 200
Little Rock, Arkansas 72201
Office: 501.682.7506 | Fax: 501.682.8118

For State of Indiana:

Joseph D. Yeoman
Deputy Attorney General – Data Privacy & Identity Theft Unit
Office of Indiana Attorney General
302 West Washington Street
IGCS – 5th Floor
Indianapolis, IN 46204
p: 317.234.1912 | f: 317.232.7979
joseph.yeoman@atg.in.gov

For State of Michigan:

Division Chief
Corporate Oversight Division
Michigan Department of Attorney General
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Lansing, MI 48933
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Email to: EvansJ@michigan.gov

For State of Missouri:

NO CALL DEPARTMENT
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St. Louis, MO 63101
Email: No.Call@ago.mo.gov

For State of North Carolina:

Tracy Nayer
North Carolina Department of Justice
Consumer Protection Division
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For State of North Dakota:

Brian M. Card
Parrell D. Grossman
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Consumer Protection & Antitrust Division

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For State of Ohio:

Erin Leahy
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Consumer Protection Section
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For State of Texas:

Wade A. Johnson
Office of the Attorney General
Consumer Protection Division
P.O. Box 12548, MC-010
Austin, Texas 78711-2548
Email to: Wade.Johnson@oag.texas.gov

F. Defendant Spiller expressly consents to the sharing of any and all documents submitted as part of his compliance reporting by any Plaintiff with all other Plaintiffs.

XVI. RECORDKEEPING

IT IS FURTHER ORDERED that Defendant Spiller and his companies (including any subsidiaries or affiliates) must create the following records for ten (10) years after entry of the Order, and retain each such record for five (5) years; for the avoidance of doubt, this includes any and all records currently in his possession, or in the possession of his employees, agents, independent contractors or legal counsel including, without limitation, contracts, call detail records, invoices, and Communications, must be retained for five (5) years. For avoidance of doubt, for any business that Defendant Spiller, individually or

collectively with any other defendant named in the Complaint, is a majority owner or controls directly or indirectly, including, without limitation, any other defendant named in the Complaint, any subsidiaries or affiliates thereof, including, without limitation, Great Choice Telecom LLC, a Delaware limited liability company, must create and retain the following records:

A. Accounting records showing the revenues from all goods or services sold, Lead Generation, Telemarketing, or Telephony Services;

B. Records of all contracts, service agreements, invoices, and sales agreements with each Customer, client, supplier, or vendor, including, without limitation, any Communications related thereto;

C. Personnel records showing, for each individual providing services, whether as an employee or otherwise, that individual's name; addresses; telephone numbers; job title or position; dates of service; and (if applicable) the reason for termination;

D. Records of all consumer complaints concerning the subject matter of the Order, whether received directly or indirectly, such as through a third party, and any response;

E. Records of reviews of Customers, terminations of Customers, and denials of service to prospective Customers, including documentation of the review process, procedures, implementation, status, and outcome, as described in the Section IX of this Order, entitled "Customer Review and Termination";

F. All formal written requests from law enforcement agencies, subpoenas, civil investigative demands, search warrants, Traceback Requests and related records, and other

complaints about unwanted, fraudulent, or abusive Telemarketing or autodialed telephone calls, and all responses thereto;

G. All call detail records for any Customer engaged in Telemarketing and/or initiating or generating Robocalls and all such call detail records must be retained for at least four (4) years;

H. Records of all provisioning and/or assigning of telephone numbers, including the dates provisioned or assigned to Defendant Spiller and/or his companies (including any subsidiaries or affiliates) and the dates such party provisioned or assigned to third parties;

I. All records related to Section VII, including, without limitation, any Communications related thereto; or

J. All records reasonably necessary to demonstrate full compliance with each provision of this Order, including all submissions to the Plaintiffs.

All such records must be voluntarily provided to a state or federal law enforcement agency, including, without limitation, the Plaintiffs, if any such agency requests it.

XVII. COMPLIANCE MONITORING

IT IS FURTHER ORDERED that, for the purpose of monitoring Defendant Spiller's and his companies' (including any subsidiaries or affiliates) compliance with this Order, and any failure to transfer any assets as required by this Order:

A. Within fourteen (14) days of receipt of a written request from a representative of any Plaintiff, Defendant Spiller must: submit additional compliance reports or other requested information, which must be sworn under penalty of perjury; appear for depositions; and produce documents for inspection and copying. Each Plaintiff is also

authorized to obtain discovery, without further leave of court, using any of the procedures prescribed by Federal Rules of Civil Procedure 29, 30 (including telephonic depositions), 31, 33, 34, 36, 45, and 69. Nothing in this Order limits any Plaintiff's lawful demand for documents or other evidence pursuant to applicable law.

B. For matters concerning this Order, each Plaintiff may communicate directly with Defendant Spiller and his companies (including any subsidiaries or affiliates, officers, agents, and employees, and all other Persons in active concert or participation with him, whether acting directly or indirectly. Defendant Spiller must permit representatives of any Plaintiff to interview any employee or other individual affiliated with Defendant Spiller and his companies (including any subsidiaries or affiliates) who has agreed to such an interview. The individual interviewed may have counsel present.

C. Any Plaintiff may use all other lawful means, including posing, through its representatives as consumers, donors, suppliers, or other individuals or entities, to Defendant Spiller or any individual or entity affiliated with his companies (including any subsidiaries or affiliates), without the necessity of identification or prior notice. Nothing in this Order limits State Plaintiffs' lawful use of relevant state laws governing pre-suit investigation and discovery.

XVIII. RETENTION OF JURISDICTION

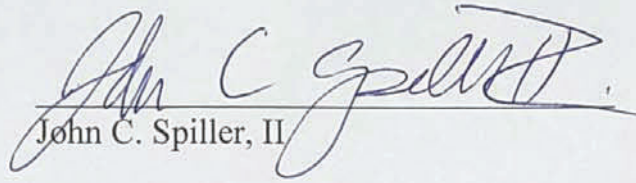
IT IS FURTHER ORDERED that this Court retains jurisdiction of this matter for purposes of construction, modification, and enforcement of this Order.

SO ORDERED this 6th day of March 2023.


UNITED STATES DISTRICT JUDGE

SO STIPULATED AND AGREED:

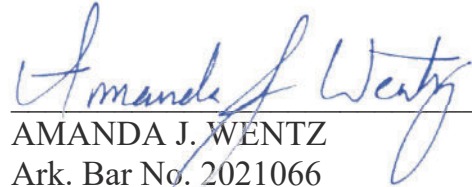
January 13th, 2023.


John C. Spiller, II

FOR PLAINTIFFS:

FOR THE STATE OF ARKANSAS:

LESLIE RUTLEDGE
Attorney General for the State of Arkansas



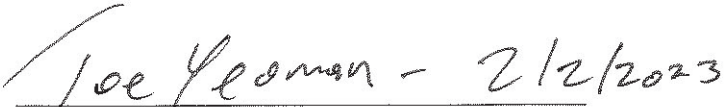
AMANDA J. WENTZ
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Amanda.Wentz@ArkansasAG.gov
Assistant Attorney General
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 - 2/2/2023

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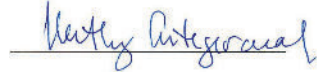
Counsel for Plaintiff

STATE OF INDIANA

FOR THE STATE OF MICHIGAN:

DANA NESSEL

Attorney General for the State of Michigan

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KATHY P. FITZGERALD

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SCOTT MERTENS

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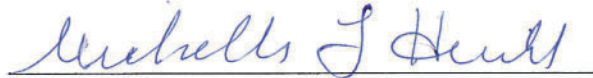
Counsel for Plaintiff

STATE OF MICHIGAN

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MICHELLE L. HINKL

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Assistant Attorney General

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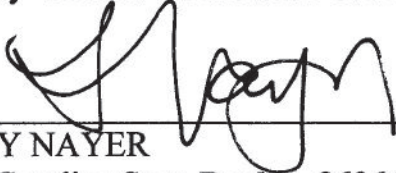
Counsel for Plaintiff

STATE OF MISSOURI

FOR THE STATE OF NORTH CAROLINA:

JOSHUA H. STEIN

Attorney General for the State of North Carolina

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TRACY NAYER

North Carolina State Bar No. 36964

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Special Deputy Attorney General

North Carolina Department of Justice

Consumer Protection Division

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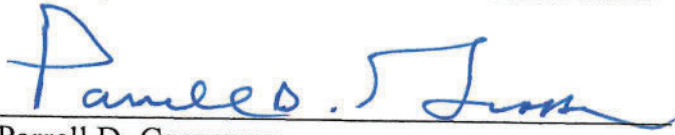
Counsel for Plaintiff

STATE OF NORTH CAROLINA

FOR THE STATE OF NORTH DAKOTA:

DREW H. WRIGLEY

Attorney General for the State of North Dakota



Parrell D. Grossman

[North Dakota State Bar No. 04684]

Brian M. Card

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Office of Attorney General of North Dakota

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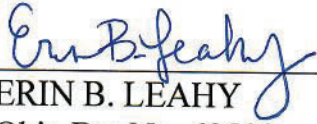
Counsel for Plaintiff

STATE OF NORTH DAKOTA

FOR THE STATE OF OHIO:

DAVE YOST

Attorney General for the State of Ohio



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Assistant Attorneys General

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Travis.Garrison@OhioAGO.gov

Counsel for Plaintiff

STATE OF OHIO

FOR THE STATE OF TEXAS:

KEN PAXTON

Attorney General for the State of Texas

A handwritten signature in black ink, appearing to read "Wade A. Johnson", is written over a horizontal line.

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